

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

CELSIS IN VITRO, INC.
a Maryland Corporation,

Plaintiff,

V.

Case No. _____

CELLZDIRECT, INC., a Delaware Corporation and wholly-owned subsidiary of INVITROGEN CORPORATION; and INVITROGEN CORPORATION, a Delaware Corporation.

Defendants.

SUPPLEMENTAL DECLARATION OF JUDY MADDEN

I, Judy Madden, submit this Supplemental Declaration to my Declaration dated June 21, 2010, and declare as follows.

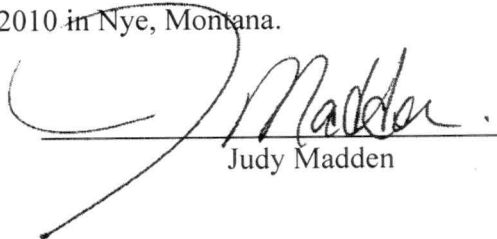
1. Celsis IVT has recently learned that CellzDirect has launched a new summer promotion of its cryopreserved human hepatocytes by offering “buy 2 get 1 free.” Celsis IVT considers this promotion to be a price-dumping strategy aimed at flooding the market with cheaply-priced, lower quality infringing products intended to negatively impact the sales of Celsis IVT’s patented LiverPool™ products.

2.

REDACTED

3. Celsis IVT believes that CellzDirect's discounting efforts are accelerating, especially with this most recent situation being the most aggressive one so far. Given the significant financial resources of Invitrogen, it is conceivable, if not very likely, that CellzDirect will continue this excessive discounting strategy on its copycat pooled cryopreserved hepatocyte products until it drives Celsis IVT out of business. Alternatively, CellzDirect may realize that its infringing days are numbered, so it is trying to shed as much inventory as possible before this lawsuit. Whatever CellzDirect's motives, if this heavy discounting continues, CellzDirect will single-handedly cripple the pooled cryopreserved hepatocyte market and potentially force Celsis IVT out of the pooled cryopreserved hepatocyte business it invented.

Executed on this 29th day of June 2010 in Nye, Montana.



Judy Madden